

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4846

VIA AIR COURIER

November 6, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 21007 FILED
NOV 17 '97 2-15 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed are two (2) certified true copies of the Memorandum of Lease of Railroad Equipment made as of July 23, 1996 ("Memorandum") intended to evidence the Master Locomotive Lease dated May 1, 1995 between the following parties:

Lessor:	Helm-Atlantic Associates Limited Partnership One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Union Pacific Railroad Company 1416 Dodge Street, Room 200 Omaha, NE 68179

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

E. W. Stoll

Eric W. Stoll
Document Administrator

/es
Enclosures (2)

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RECORDATION NO. 21007 FILED

CERTIFICATION OF TRUE COPY

NOV 17 '97

2-15 PM

On October 24, 1997, I, Eric W. Stoll, have examined the original copy of the Memorandum of Lease of Railroad Equipment dated as of July 23, 1996, which is intended to evidence the Master Locomotive Lease Agreement dated as of May 1, 1995 between Helm-Atlantic Associates Limited Partnership and Union Pacific Railroad Company, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Eric W. Stoll

Eric W. Stoll
Document Administrator

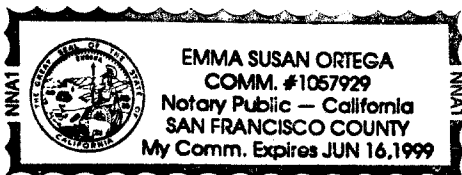
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On Oct. 24, 1997, before me, Emma S. Ortega - Notary Public, personally appeared Eric W. Stoll, Document Administrator **HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

NOV 17 '97

2-15PM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of July 23, 1996 is intended to evidence Schedule No. 2 dated July 23, 1996 ("Schedule No. 2") to the Master Locomotive Lease Agreement dated as of May 1, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedule No. 2.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP, a
Delaware Limited Partnership

UNION PACIFIC RAILROAD COMPANY

By: Helm Atlantic Corporation,
its General Partner

By: Charles R. Eisele

Print Name: David R. Eckles

Print Name: Charles R. Eisele

Title: President

Title: V.P. PurchasingDate: 8/25/97Date: 8/11/97

cm

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 28, 1997, before me, Patrick M. Hapin - Notary Public,
personally appeared David R. Eckles, President of HELM ATLANTIC
CORPORATION,

✓ personally known to me -OR-

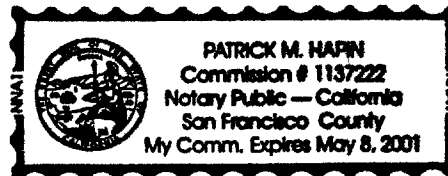
— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Patrick M. Hapin
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)



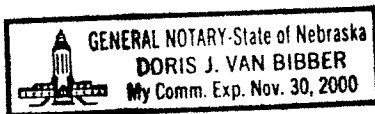
On August 11, 1997, before me, Doris Van Bibber,
personally appeared Charles R. Eisele, VP - Purchasing of UNION
PACIFIC RAILROAD COMPANY,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Doris Van Bibber
SIGNATURE OF THE NOTARY



[Notarial Seal]

cm